

William L. Needler
William L. Needler and Associates
555 Skokie Blvd Ste 500
Northbrook, IL 60062
(847) 559-8330 ph
(847) 559-8331 fax
Bar ID 02025248
E-Mail: WilliamLNeedler@aol.com

Attorneys for the Debtor
Incredible Auto Sales LLC

Clarke B. Rice
Clarke B. Rice P.C.
2951 King Avenue West
Billings, Montana 59102
(406) 254-2500 ofc phone
(406) 294-2525 fax
Montana ID # 1289
E-Mail: Clarkerice@imt.net

Co-Counsel for the Debtor
Incredible Auto Sales LLC

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MONTANA**

IN RE:

INCREDIBLE AUTO SALES L.L.C.

Debtor

Case No. 06-60855-RBK

Judge Ralph B Kirscher

A Chapter 11 Proceedings
For Reorganization

DEBTOR'S EMERGENCY MOTION

TO ENTER ORDER

APPROVING CASH COLLATERAL STIPULATION

NOW COMES the Debtor, Incredible Auto Sales LLC (hereinafter "Incredible") by and through its Attorneys and requests that:

- A.) The Cash Collateral Order as attached approving the Stipulation as to Use of Cash Collateral under 11 USC Section 363 and Offer Adequate Protection under 11 USC Section 361 be entered as of today on an expedited basis; and/or in the alternative, that;
- B.) The Separate Order as to the payment of the Debtor's Payroll due today for the Employees of Incredible be entered today on an expedited basis.

IN SUPPORT hereof, the Debtor Incredible states as follows:

- 1.) This Chapter 11 for the protection of creditors was filed 31 days ago today.
- 2.) Since that time, hearings have been held based on the Debtor's Emergency Motion to Use Cash Collateral and Offer of Adequate Protection.
- 3.) At these hearings consents to the entry of a Cash Collateral Order based on these hearings and the Debtor's proposal to Use Cash Collateral were solicited.
- 4.) At the end of these hearings, after consents were obtained, given and placed specifically on the record, by all before the Court, the Debtor was instructed to draft a Stipulation and Order, which it completed and circulated early on November 8, 2006 to all interested parties.
- 5.) It was not until Friday, November 10, 2006 that Hyundai rejected the Stipulation and submitted a Hyundai version of that Stipulation.
- 6.) This Hyundai Stipulation was such a radical departure from anything agreed to in the hearings that Incredible's Bankruptcy Attorney had to drop everything and at extra cost to this estate return to Billings, Montana for the hearing date of November 14, 2006.

- 7.) At Judge Kirscher's instructions at this hearing on November 14, 2006, the Debtor ordered the disk from the prior weeks hearings from the Court and had them rushed to Billings, Montana.
- 8.) Again after reviewing the hearing on the disk, the Debtor's Attorneys submitted a revised draft of the Stipulation on 11/15/06.
- 9.) In the revised Stipulation, the Debtor included various requests by Hyundai not on the disk and included in its prior draft.
- 10.) As of last night, November 16,2006, the Revised Stipulation Exhibit A, hereto was also rejected by Hyundai by adding other and new extraneous provisions harming the basic Debtor operation of the Cash Collateral to Hyundai's benefit.
- 11.) The Stipulation as attached Exhibit A hereto is not signed by Hyundai but has been signed off by all Attorney Representatives for the Auto Auctions and the Debtor.
- 12.) The Debtor requests that the Court execute the Order attached approving the Stipulation so that the Debtor may get on with its business.
- 13.) The Debtor does not believe that any of the interested parties hereto realize how critical the entry of this Order is to the Debtor's future.
- 14.) Hyundai does understand that continued delay here will doom the Debtor.
The Debtor cannot let this happen.
- 15.) As a last resort, the Debtor has included an alternative Order here, for this Court to sign relating to the Payroll only.
- 16.) This is only an alternative – the main Order should be signed today.
- 17.) The Debtor's payroll is due. It is \$40,000 – the last payroll of \$40,000 approved by the Court last week was only used to the extent of only \$28,000.

- 18.) The Employees cannot be delayed again as they were last time.
- 19.) Relief from this Court here is critical.

WHEREFORE, for the reasons stated, the Debtor requests:

- A.) The Cash Collateral Order as attached approving the Stipulation as to Use of Cash Collateral under 11 USC Section 363 and Offer Adequate Protection under 11 USC Section 361 be entered as of today on an expedited basis; and/or in the alternative, that;
- B.) The Separate Order as to the payment of the Debtor's Payroll due today for the Employees of Incredible be entered today on an expedited basis.

November 17, 2006

/s/ William L. Needler

Incredible Auto Sales L.L.C.

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MONTANA**

9013-1 OBJECTION NOTICE FOR CREDITORS AND INTERESTED PARTIES

TO: SERVICE LIST

Please be advised that the DEBTOR'S EMERGENCY MOTION TO ENTER ORDER APPROVING CASH COLLATERAL STIPULATION has been filed on November 17, 2006 and is hereby served on you.

If you object to the Application, you must file a written responsive pleading and request a hearing within ten (10) days of the date of the motion. The responding party shall schedule the hearing on the motion at least 20 days after the date of the response and request for hearing and shall include in the caption of the responsive pleading the date, time and location of the hearing by inserting in the caption the following:

Notice of Hearing

Date: _____
Time: _____
Location: _____

If no objections are timely filed, the Court may grant the relief requested as a failure to respond by any entity shall be deemed an admission that the relief requested should be granted.

Should you have any questions, you may call the Debtors' Attorney as listed above.

November 17, 2006

/s/ William L. Needler
Attorney for the Debtor
Incredible Auto Sales LLC

PROOF OF SERVICE

William L. Needler, an Attorney, hereby certifies that the above and foregoing Notice was filed on November 10, 2006 with the Clerk of the Bankruptcy Court using the CM/ECF system, which will electronically notify all persons listed with the Court.

CHRISTOPHER P BIRKLE lovellaw@hotmail.com

ALAN C. BRYAN abryan@crowleylaw.com

SHANE P. COLEMAN spcoleman@hollandhart.com,
bbowler@hollandhart.com;vhenry@hollandhart.com;intaketeam@hollandhart.com

BRUCE F. FAIN bruce@murphkirk.com, pam@murphkirk.com;amy@murphkirk.com

CHARLES W. HINGLE chingle@hollandhart.com,
bbowler@hollandhart.com,mhauck@hollandhart.com,jritchie@hollandhart.com,pmoritz@hollandhart.com
,lsawatzke@hollandhart.com

NEAL G. JENSEN Neal.G.Jensen@usdoj.gov

WILLIAM L NEEDLER williamlneedler@aol.com

OFFICE OF THE U.S. TRUSTEE ustpregion18.gf.ecf@usdoj.gov

JAMES A. PATTEN japatten@ppbglaw.com, aschueler@ppbglaw.com;ESchoemer@ppbglaw.com

I also hereby certify that it was served by Facsimile Service on or before November 17, 2006 from his offices to the persons listed below.

/s/ William L. Needler

Clarke B. Rice
Clarke B. Rice P.C.
2951 King Avenue West
Billings, Montana 59102
(406) 294-2525 fax

Ken Cornelison
Incredible Auto Group
1832 King Avenue West
Billings, MT 59102
(406) 294-2525 fax